

19494-D
1995

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December 1, 1995

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Counterparts
Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, we submit herewith for recording with the Commission original counterparts of the document described below.

This document is a Memorandum of Lease Supplement, a "secondary document", dated as of November 15, 1995. The primary document to which this is related is the Memorandum of Lease Agreement dated as of June 15, 1995, recorded with the Commission under recordation number 19494.

The names and addresses of the parties to the primary document are as follows:

LESSOR: First Security Bank of Utah,
National Association, as trustee for
Fleet Credit Corporation
79 South Main Street
Salt Lake City, Utah 84111

LESSEE: Union Pacific Railroad Company
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018

ASSIGNEE: Harris Trust and Savings Bank
311 West Monroe
Chicago, Illinois 60606

DEC 1 2 00 PM '95



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/1/95

Office Of The Secretary

Michael Rice
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019-7475

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/1/95 at 2:35PM, and assigned recordation number(s). 19494-D, 19494-E and 19495-B.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

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MEMORANDUM OF LEASE SUPPLEMENT dated as of November 15, 1995, among FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee under a Trust Agreement dated as of the date hereof with Fleet Credit Corporation (hereinafter, in such capacity, called the **Lessor**), UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the **Lessee**), and HARRIS TRUST AND SAVINGS BANK, as indenture trustee under the Trust Indenture and Security Agreement referred to below (hereinafter, in such capacity, called the **Indenture Trustee**).

WHEREAS the Lessor and the Lessee have entered into that certain Lease Agreement dated as of June 15, 1995, and a supplement thereto covering certain railroad equipment described in said supplement;

WHEREAS a Memorandum of Lease Agreement dated as of June 15, 1995, covering the railroad equipment covered by said supplement and described in Schedule A to said memorandum has been filed with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on June 28, 1995, and assigned recordation number 19494;

WHEREAS the Lessor and the Indenture Trustee have entered into that certain Trust Indenture and Security Agreement dated as of June 15, 1995, and supplements thereto, pursuant to which the aforesaid Lease Agreement and supplements thereto have been assigned by the Lessor to the Indenture Trustee;

WHEREAS a Memorandum of Lease Assignment dated as of June 15, 1995, covering the assignment recited in the preceding paragraph has been filed with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on June 28, 1995, and assigned recordation number 19494-A;

WHEREAS the Lessor, the Lessee and the Indenture Trustee are entering into that certain Lease and Indenture Supplement No. 3, supplementing the aforesaid Lease Agreement to include the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Union Pacific Railroad Company and its affiliates shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, not in its
individual capacity but solely as
trustee, as aforesaid

by Nancy M. Darr
Assistant Vice President

UNION PACIFIC RAILROAD COMPANY

by John D. Darr
Assistant Treasurer

HARRIS TRUST AND SAVING BANK,
as indenture trustee, as aforesaid

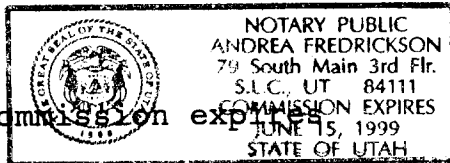
by Delores
Assistant Vice President

STATE OF UTAH

COUNTY OF SALT LAKE

)
) SS.:
)

On this 29th day of November, 1995, before me personally appeared Nancy M. Dahl, to me personally known, who, by me being duly sworn, says that she is an Assistant Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

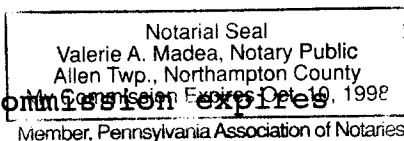


Andrea Fredrickson
Notary Public

My commission expires
COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF LEHIGH)

SS.:

On this 27th day of November, 1995, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Valerie A. Madea
Notary Public

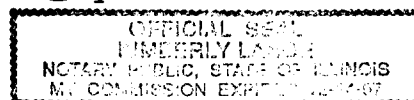
My commission expires
STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS.:

On this 30th day of November, 1995, before me personally appeared D. G. DONOVAN, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice President of HARRIS TRUST AND SAVINGS BANK, that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

D. G. Donovan
Notary Public

My commission expires



SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
212	110-ton covered hopper cars	UP	89482, 89519, 89572, 89580, 89586, 89588, 89605, 89607, 89616, 89617, 89623, 89630, 89632, 89658, 89659, 89662, 89774, 90155--90349
10	Bi-level autoracks	UPL	91422, 91835--91843

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.

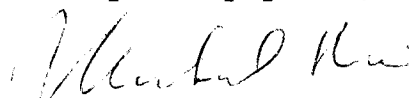
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Memorandum of Lease Supplement dated as of November 15, 1995, among First Security Bank of Utah, N.A. (as trustee for Fleet Credit Corporation), as lessor, Union Pacific Railroad Company, as lessee, and Harris Trust and Savings Bank, as assignee, covering 212 covered hopper cars and 10 bi-level autoracks.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Encl.

SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
212	110-ton covered hopper cars	UP	89482, 89519, 89572, 89580, 89586, 89588, 89605, 89607, 89616, 89617, 89623, 89630, 89632, 89658, 89659, 89662, 89774, 90155--90349
10	Bi-level autoracks	UPL	91422, 91835--91843